DOMINOS PIZZA INC
Form 10-Q
October 14, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 7, 2014

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number: 001-32242

Domino s Pizza, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware **(State or Other Jurisdiction of Incorporation or Organization)**	**38-2511577** **(I.R.S. Employer Identification No.)**
30 Frank Lloyd Wright Drive **Ann Arbor, Michigan** **(Address of Principal Executive Offices)**	**48105** **(Zip Code)**

(734) 930-3030

(Registrant s Telephone Number, Including Area Code)

Indicate by check mark whether registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer ¨
Non-accelerated filer ¨	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ¨ No x

As of October 7, 2014, Domino s Pizza, Inc. had 55,005,780 shares of common stock, par value $0.01 per share, outstanding.

Domino s Pizza, Inc.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

Domino s Pizza, Inc. and Subsidiaries

Condensed Consolidated Balance Sheets

(Unaudited)

(In thousands)	September 7, 2014	December 29, 2013 (Note)
Assets		
Current assets:		
Cash and cash equivalents	$ 30,936	$ 14,383
Restricted cash and cash equivalents	73,592	125,453
Accounts receivable	103,540	105,779
Inventories	35,213	30,321
Prepaid expenses and other	21,846	20,199
Advertising fund assets, restricted	60,111	44,695
Deferred income taxes	8,086	10,710
Total current assets	333,324	351,540
Property, plant and equipment:		
Land and buildings	25,995	23,423
Leasehold and other improvements	96,325	90,508
Equipment	182,540	174,667
Construction in progress	3,042	8,900
	307,902	297,498
Accumulated depreciation and amortization	(207,411)	(199,914)
Property, plant and equipment, net	100,491	97,584
Other assets:		
Deferred financing costs	24,647	28,693
Goodwill	16,109	16,598
Capitalized software	18,700	14,464
Other assets	14,899	13,209
Deferred income taxes	2,713	3,167
Total other assets	77,068	76,131
Total assets	$ 510,883	$ 525,255
Liabilities and stockholders deficit		
Current liabilities:		

Current portion of long-term debt	$	549	$	24,144
Accounts payable		73,942		83,408
Dividends payable		14,111		11,849
Insurance reserves		13,880		13,297
Advertising fund liabilities		60,111		44,695
Other accrued liabilities		57,793		77,218
Total current liabilities		220,386		254,611
Long-term liabilities:				
Long-term debt, less current portion		1,523,740		1,512,299
Insurance reserves		26,030		25,528
Deferred income taxes		5,455		7,827
Other accrued liabilities		17,014		15,192
Total long-term liabilities		1,572,239		1,560,846
Stockholders deficit:				
Common stock		549		558
Additional paid-in capital		1,036		669
Retained deficit		(1,280,993)		(1,289,445)
Accumulated other comprehensive loss		(2,334)		(1,984)
Total stockholders deficit		(1,281,742)		(1,290,202)
Total liabilities and stockholders deficit	$	510,883	$	525,255

Note: The balance sheet at December 29, 2013 has been derived from the audited consolidated financial statements at that date but does not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements.

See accompanying notes.

Domino s Pizza, Inc. and Subsidiaries

Condensed Consolidated Statements of Income

(Unaudited)

(In thousands, except per share data)	Fiscal Quarter Ended September 7, 2014	Fiscal Quarter Ended September 8, 2013	Three Fiscal Quarters Ended September 7, 2014	Three Fiscal Quarters Ended September 8, 2013
Revenues:				
Domestic Company-owned stores	$ 77,644	$ 75,923	$ 238,915	$ 235,526
Domestic franchise	51,858	47,846	157,317	147,330
Domestic supply chain	254,820	226,315	769,899	691,154
International	62,246	53,966	184,752	161,666
Total revenues	446,568	404,050	1,350,883	1,235,676
Cost of sales:				
Domestic Company-owned stores	59,754	58,662	183,262	179,466
Domestic supply chain	228,422	203,004	689,487	615,736
International	24,878	21,750	72,933	64,047
Total cost of sales	313,054	283,416	945,682	859,249
Operating margin	133,514	120,634	405,201	376,427
General and administrative	56,573	53,858	162,722	160,286
Income from operations	76,941	66,776	242,479	216,141
Interest income	22	24	80	97
Interest expense	(19,974)	(20,347)	(60,151)	(61,718)
Income before provision for income taxes	56,989	46,453	182,408	154,520
Provision for income taxes	21,371	15,821	67,854	56,198
Net income	$ 35,618	$ 30,632	$ 114,554	$ 98,322
Earnings per share:				
Common stock basic	$ 0.65	$ 0.56	$ 2.08	$ 1.77
Common stock diluted	0.63	0.53	2.01	1.70
Dividends declared per share	$ 0.25	$ 0.20	$ 0.75	$ 0.60

See accompanying notes.

Domino s Pizza, Inc. and Subsidiaries

Consolidated Statements of Comprehensive Income

(Unaudited)

(In thousands)	Fiscal Quarter Ended September 7, 2014	Fiscal Quarter Ended September 8, 2013	Three Fiscal Quarters Ended September 7, 2014	Three Fiscal Quarters Ended September 8, 2013
Net income	$ 35,618	$ 30,632	$ 114,554	$ 98,322
Other comprehensive income (loss), before tax:				
Currency translation adjustment	(5)	175	(790)	85
Tax attributes of items in other comprehensive income (loss):				
Currency translation adjustment	29	(49)	440	34
Other comprehensive income (loss), net of tax	24	126	(350)	119
Comprehensive income	$ 35,642	$ 30,758	$ 114,204	$ 98,441

See accompanying notes.

Domino s Pizza, Inc. and Subsidiaries

Condensed Consolidated Statements of Cash Flows

(Unaudited)

(In thousands)	Three Fiscal Quarters Ended September 7, 2014	Three Fiscal Quarters Ended September 8, 2013
Cash flows from operating activities:		
Net income	$ 114,554	$ 98,322
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	20,024	17,480
Gains on sale/disposal of assets	(1,381)	(71)
Amortization of deferred financing costs	4,046	4,264
Provision for deferred income taxes	1,008	6,031
Non-cash compensation expense	11,897	14,866
Tax impact from equity-based compensation	(10,899)	(12,025)
Other	(888)	(1,283)
Changes in operating assets and liabilities	(19,476)	(23,009)
Net cash provided by operating activities	118,885	104,575
Cash flows from investing activities:		
Capital expenditures	(30,983)	(20,286)
Proceeds from sale of assets	5,802	3,184
Changes in restricted cash	51,861	(3,273)
Other	(1,365)	1,539
Net cash provided by (used in) investing activities	25,315	(18,836)
Cash flows from financing activities:		
Repayments of long-term debt and capital lease obligations	(12,152)	(18,268)
Proceeds from exercise of stock options	3,094	5,804
Tax impact from equity-based compensation	10,899	12,025
Purchases of common stock	(82,407)	(76,892)
Tax payments for restricted stock upon vesting	(7,889)	(7,888)
Payments of common stock dividends and equivalents	(39,208)	(23,223)
Net cash used in financing activities	(127,663)	(108,442)
Effect of exchange rate changes on cash and cash equivalents	16	(31)
Change in cash and cash equivalents	16,553	(22,734)
Cash and cash equivalents, at beginning of period	14,383	54,813
Cash and cash equivalents, at end of period	$ 30,936	$ 32,079

See accompanying notes.

Domino s Pizza, Inc. and Subsidiaries

Notes to Condensed Consolidated Financial Statements

(Unaudited; tabular amounts in thousands, except percentages, share and per share amounts)

September 7, 2014

1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. For further information, refer to the consolidated financial statements and footnotes for the fiscal year ended December 29, 2013 included in our annual report on Form 10-K.

In the opinion of the Company, all adjustments, consisting of normal recurring items, considered necessary for a fair statement have been included. Operating results for the fiscal quarter and three fiscal quarters ended September 7, 2014 are not necessarily indicative of the results that may be expected for the fiscal year ending December 28, 2014.

2. Segment Information

The following table summarizes revenues, income from operations and earnings before interest, taxes, depreciation, amortization and other, which is the measure by which the Company allocates resources to its segments and which we refer to as Segment Income, for each of our reportable segments.

	Fiscal Quarters Ended September 7, 2014 and September 8, 2013					
	Domestic Stores	Domestic Supply Chain	International	Intersegment Revenues	Other	Total
Revenues						
2014	$ 129,502	$ 278,445	$ 62,246	$ (23,625)	$	$ 446,568
2013	123,769	248,299	53,966	(21,984)		404,050
Income from operations						
2014	$ 43,000	$ 20,523	$ 30,717	N/A	$ (17,299)	$ 76,941
2013	39,719	17,426	25,953	N/A	(16,322)	66,776
Segment Income						
2014	$ 44,761	$ 22,453	$ 30,907	N/A	$ (10,110)	$ 88,011
2013	41,205	19,370	26,052	N/A	(8,939)	77,688

	Three Fiscal Quarters Ended September 7, 2014 and September 8, 2013					
	Domestic Stores	Domestic Supply Chain	International	Intersegment Revenues	Other	Total
Revenues						
2014	$ 396,232	$ 842,031	$ 184,752	$ (72,132)	$	$ 1,350,883
2013	382,856	758,901	161,666	(67,747)		1,235,676
Income from operations						

2014	$ 135,105	$ 62,521	$ 92,205	N/A	$ (47,352)	$ 242,479
2013	125,882	58,250	79,567	N/A	(47,558)	216,141
Segment Income						
2014	$ 138,413	$ 68,364	$ 92,320	N/A	$ (26,078)	$ 273,019
2013	130,253	63,893	79,601	N/A	(25,331)	248,416

The following table reconciles Total Segment Income to consolidated income before provision for income taxes.

	Fiscal Quarter Ended		Three Fiscal Quarters Ended	
	September 7, 2014	September 8, 2013	September 7, 2014	September 8, 2013
Total Segment Income	$ 88,011	$ 77,688	$ 273,019	$ 248,416
Depreciation and amortization	(6,947)	(6,072)	(20,024)	(17,480)
(Loss) gain on sale/disposal of assets	(306)	(214)	1,381	71
Non-cash compensation expense	(3,817)	(4,626)	(11,897)	(14,866)
Income from operations	76,941	66,776	242,479	216,141
Interest income	22	24	80	97
Interest expense	(19,974)	(20,347)	(60,151)	(61,718)
Income before provision for income taxes	$ 56,989	$ 46,453	$ 182,408	$ 154,520

3. Earnings Per Share

	Fiscal Quarter Ended		Three Fiscal Quarters Ended	
	September 7, 2014	September 8, 2013	September 7, 2014	September 8, 2013
Net income available to common stockholders basic and diluted	$ 35,618	$ 30,632	$ 114,554	$ 98,322
Basic weighted average number of shares	54,620,539	55,065,450	54,949,257	55,427,070
Earnings per share basic	$ 0.65	$ 0.56	$ 2.08	$ 1.77
Weighted average diluted number of shares	56,610,608	57,345,677	57,030,669	57,831,660
Earnings per share diluted	$ 0.63	$ 0.53	$ 2.01	$ 1.70

The denominators used in calculating diluted earnings per share for common stock for both the third quarter and three fiscal quarters of 2014 do not include 335,420 options to purchase common stock as the effect of including these options would have been anti-dilutive. The denominators used in calculating diluted earnings per share for common stock for the third quarter and three fiscal quarters of 2013 do not include 152,340 and 500,180 options to purchase common stock, respectively, as the effect of including these options would have been anti-dilutive.

4. Stockholders Deficit

The following table summarizes changes in Stockholders Deficit for the three fiscal quarters of 2014.

	Common Stock	Additional Paid-in	Retained	Accumulated Other Comprehensive

	Shares	Amount	Capital	Deficit	Loss
Balance at December 29, 2013	55,768,672	$ 558	$ 669	$ (1,289,445)	$ (1,984)
Net income				114,554	
Common stock dividends				(41,339)	
Issuance of common stock, net	105,161	1			
Tax payments for restricted stock upon vesting	(104,594)	(1)	(7,888)		
Purchases of common stock	(1,151,931)	(12)	(17,632)	(64,763)	
Exercise of stock options	328,055	3	3,091		
Tax impact from equity-based compensation			10,899		
Non-cash compensation expense			11,897		
Currency translation adjustment, net of tax					(350)
Balance at September 7, 2014	54,945,363	$ 549	$ 1,036	$ (1,280,993)	$ (2,334)

5. Dividends

During the three fiscal quarters of 2014, the Company paid approximately $39.2 million of common stock dividends. Additionally, during the third quarter of 2014, the Company s Board of Directors declared a $0.25 per share quarterly dividend on its outstanding common stock for shareholders of record as of September 15, 2014 that was paid on September 30, 2014. The Company had approximately $14.1 million accrued for common stock dividends at September 7, 2014.

On October 8, 2014, the Company s Board of Directors declared a $0.25 per share quarterly dividend on its outstanding common stock for shareholders of record as of December 15, 2014 to be paid on December 30, 2014.

6. Accumulated Other Comprehensive Loss

In 2013, the Company adopted Accounting Standards Update 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*, which requires an entity to present either on the face of the statement where net income is presented or in the notes to the financial statements, significant amounts reclassified out of accumulated other comprehensive income (loss) by the respective line items of net income.

The approximately $2.3 million of accumulated other comprehensive loss at September 7, 2014 and the approximately $2.0 million of accumulated other comprehensive loss at December 29, 2013 represent currency translation adjustments, net of tax. There were no reclassifications out of accumulated other comprehensive loss to net income in the three fiscal quarters of 2014 or the three fiscal quarters of 2013.

7. Open Market Share Repurchase Program

During the third quarter of 2014, the Company repurchased and retired 242,700 shares of common stock for a total of approximately $17.4 million, and during the three fiscal quarters of 2014, the Company repurchased and retired 1,151,931 shares of common stock for a total of approximately $82.4 million. As of September 7, 2014, the Company had approximately $132.7 million remaining for future share repurchases under its Board of Directors approved $200.0 million open market share repurchase program.

During the third quarter and three fiscal quarters of 2013, the Company repurchased and retired 351,085 and 1,369,232 shares of common stock for a total of approximately $20.8 million and $76.9 million, respectively, under the Company s open market share repurchase program.

8. Fair Value Measurements

Fair value measurements enable the reader of the financial statements to assess the inputs used to develop those measurements by establishing a hierarchy for ranking the quality and reliability of the information used to determine fair values. The Company classifies and discloses assets and liabilities carried at fair value in one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

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The fair values of the Company s cash equivalents and investments in marketable securities are based on quoted prices in active markets for identical assets. The following tables summarize the carrying amounts and fair values of certain assets at September 7, 2014 and December 29, 2013:

	At September 7, 2014			
		Fair Value Estimated Using		
	Carrying Amount	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Cash equivalents	$ 21,108	$ 21,108	$	$
Restricted cash equivalents	54,834	54,834		
Investments in marketable securities	4,365	4,365		

	At December 29, 2013			
		Fair Value Estimated Using		
	Carrying Amount	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Cash equivalents	$ 5,303	$ 5,303	$	$
Restricted cash equivalents	93,608	93,608		
Investments in marketable securities	3,269	3,269		

At September 7, 2014, the Company estimates that the $1.522 billion in principal amount of outstanding fixed rate notes had a fair value of approximately $1.604 billion, and at December 29, 2013 the $1.534 billion in principal amount of outstanding fixed rate notes had a fair value of approximately $1.643 billion. The fixed rate notes are classified as a Level 2 measurement, as the Company estimated the fair value amount by using available market information. The Company obtained broker quotes from two separate brokerage firms that are knowledgeable about the Company s fixed rate notes and, at times, trade these notes. Further, the Company performs its own internal analysis based on the information it gathers from public markets, including information on notes that are similar to that of the Company. However, considerable judgment is required in interpreting market data to develop estimates of fair value. Accordingly, the fair value estimates presented here are not necessarily indicative of the amount that the Company or the debtholders could realize in a current market exchange. The use of different assumptions and/or estimation methodologies may have a material effect on the estimated fair value.

9. Sale of Company-Owned Stores

During the first quarter of 2014, the Company sold 14 Company-owned stores to a franchisee. In connection with the sale of these 14 stores, the Company recorded a $1.7 million pre-tax gain on the sale of the related assets, which was net of a $0.5 million reduction in goodwill. The gain was recorded in general and administrative expense in the Company s condensed consolidated statements of income. This transaction will not have a material ongoing impact on the Company s consolidated financial results.

As a result of the capital gain recognized in connection with the sale of the 14 Company-owned stores, the Company also released $0.3 million of a deferred tax valuation allowance.

10. Subsequent Event

During the third quarter of 2014, the Company received approval from its Board of Directors to replace its corporate airplane with a newer model used airplane. Subsequent to the quarter, a purchase agreement was executed to purchase the newer airplane for approximately $20.0 million, including taxes and transfer fees. This purchase will be a capital

expenditure in the fourth quarter and will be paid for in cash.

Additionally, during the third quarter of 2014, its Board of Directors approved the sale of the existing corporate airplane, which the Company began actively marketing in the fourth quarter of 2014. As a result of these actions, the Company estimates that it will classify its existing airplane as held for sale and record approximately $6.0 million of pre-tax expense in the fourth quarter of 2014 to reduce the asset to its fair value less cost to sell. This impairment loss will be recorded in general and administrative expenses on the consolidated statement of income.

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations. (Unaudited; tabular amounts in millions, except percentages and store data)

The 2014 and 2013 third quarters referenced herein represent the twelve-week periods ended September 7, 2014 and September 8, 2013, respectively. The 2014 and 2013 three fiscal quarters referenced herein represent the thirty-six-week periods ended September 7, 2014 and September 8, 2013, respectively.

Overview

We are the number one pizza delivery company in the United States based on reported consumer spending, and the second largest pizza company in the world based on number of units. We operate through a substantially franchised network of stores, located in all 50 states and in more than 75 international markets, as well as Company-owned stores, all of which are in the United States. In addition, we operate regional dough manufacturing and supply chain centers in the United States and Canada.

Our financial results are driven largely by retail sales at our franchise and Company-owned stores. Changes in retail sales are driven by changes in same store sales and store counts. We monitor both of these metrics very closely, as they directly impact our revenues and profits, and strive to consistently increase both metrics. Retail sales drive royalty payments from franchisees as well as Company-owned store and supply chain revenues. Retail sales are primarily impacted by the strength of the Domino s Pizza® brand, the results of our marketing, the effectiveness of our digital platforms and technology, our ability to execute our store operating model, the overall global economic environment and the success of our business strategies.

	Third Quarter of 2014	Third Quarter of 2013	Three fiscal Quarters of 2014	Three fiscal Quarters of 2013
Global retail sales growth	+13.8%	+7.4%	+11.4%	+8.7%
Same store sales growth:				
Domestic Company-owned stores	+6.1%	+4.6%	+3.7%	+5.1%
Domestic franchise stores	+7.8%	+5.5%	+6.2%	+6.2%
Domestic stores	+7.7%	+5.4%	+6.0%	+6.1%
International stores (excluding foreign currency impact)	+7.1%	+5.0%	+7.4%	+5.8%
Store counts (at end of period):				
Domestic Company-owned stores	376	390		
Domestic franchise stores	4,640	4,549		
Domestic stores	5,016	4,939		

International stores	6,265		5,627					
Total stores	11,281		10,566					
Income statement data:								
Total revenues	$ 446.6	100.0%	$ 404.1	100.0%	$ 1,350.9	100.0%	$ 1,235.7	100.0%
Cost of sales	313.1	70.1%	283.4	70.1%	945.7	70.0%	859.2	69.5%
General and administrative	56.6	12.7%	53.9	13.3%	162.7	12.0%	160.3	13.0%
Income from operations	76.9	17.2%	66.8	16.6%	242.5	18.0%	216.1	17.5%
Interest expense, net	(20.0)	(4.4)%	(20.3)	(5.1)%	(60.1)	(4.5)%	(61.6)	(5.0)%
Income before provision for income taxes	57.0	12.8%	46.5	11.5%	182.4	13.5%	154.5	12.5%
Provision for income taxes	21.4	4.8%	15.8	3.9%	67.9	5.0%	56.2	4.5%
Net income	$ 35.6	8.0%	$ 30.6	7.6%	$ 114.6	8.5%	$ 98.3	8.0%

During the third quarter and three fiscal quarters of 2014, we experienced robust domestic same store sales increases, driven by our continued consumer offerings of high quality food at value pricing with effective marketing. Our innovative digital platforms and technology also contributed to those increases, as we believe that our platforms and technology provide us with a competitive advantage. Internationally, we achieved robust same store sales in both the third quarter and three fiscal quarters of 2014. International store growth continued to be strong during the third quarter, as we opened a net 146 stores, bringing the year-to-date total to a net 365 stores opened. We believe that our strong global brand and the factors described above drove our results for the third quarter and three fiscal quarters of 2014, and we intend to further grow our business by continuing to focus on operational excellence, effective marketing, industry-leading technology platforms and delivering high quality food and service to our customers.

Global retail sales, which are total retail sales at franchise and Company-owned stores worldwide, rose 13.8% in the third quarter of 2014, and 11.4% in the three fiscal quarters of 2014. These increases were driven primarily by domestic and international same store sales growth, as well as expansion of our worldwide store counts during the trailing four quarters. Foreign currency exchange rates had a positive impact during the third quarter of 2014, but negatively impacted global retail sales for the three fiscal quarters of 2014. Domestic same store sales growth reflected the sustained positive sales trends and the continued success of our products and marketing. International same store sales growth reflected continued strong performance.

Revenues increased $42.5 million, up 10.5% in the third quarter of 2014, and $115.2 million, up 9.3% in the three fiscal quarters of 2014 due primarily to higher domestic supply chain revenues from an increase in supply chain center volumes combined with higher cheese prices as well as increased sales of equipment and supplies to stores in connection with our store reimaging program. Higher international and domestic store revenues also contributed to the increases in revenues as a result of higher same store sales and store count growth. These changes in revenues are described in more detail below.

Income from operations increased $10.1 million, up 15.2% in the third quarter of 2014, and $26.4 million, up 12.2% in the three fiscal quarters of 2014. These increases were driven primarily by higher royalty revenues from both domestic and international franchise stores and higher domestic supply chain profits driven primarily by higher volumes. Additionally, the three fiscal quarters of 2014 benefited from a $1.7 million pre-tax gain on the sale of 14 Company-owned stores.

Net income increased $5.0 million, up 16.3% in the third quarter of 2014, and $16.3 million, up 16.5% in the three fiscal quarters of 2014. These increases were driven by domestic and international same store sales growth, international store count growth and higher domestic supply chain profits and were offset in part by a higher effective tax rate in third quarter of 2014. Additionally, the three fiscal quarters of 2014 benefited from a $1.4 million positive impact from the sale of 14 Company-owned stores and the associated reversal of a deferred tax asset valuation allowance during the first quarter of 2014.

Revenues

	Third Quarter of 2014		Third Quarter of 2013		Three fiscal Quarters of 2014		Three fiscal Quarters of 2013	
Domestic Company-owned stores	$ 77.6	17.4%	$ 75.9	18.8%	$ 238.9	17.7%	$ 235.5	19.1%
Domestic franchise	51.9	11.6%	47.8	11.8%	157.3	11.6%	147.3	11.9%
Domestic supply chain	254.8	57.1%	226.3	56.0%	769.9	57.0%	691.2	55.9%
International	62.2	13.9%	54.0	13.4%	184.8	13.7%	161.7	13.1%
Total revenues	$ 446.6	100.0%	$ 404.1	100.0%	$ 1,350.9	100.0%	$ 1,235.7	100.0%

Revenues primarily consist of retail sales from our Company-owned stores, royalties from our domestic and international franchise stores and sales of food, equipment and supplies from our supply chain centers to substantially all of our domestic franchise stores and certain international franchise stores. Company-owned store and franchise store revenues may vary significantly from period to period due to changes in store count mix, while supply chain revenues may vary significantly as a result of fluctuations in commodity prices.

Domestic Stores Revenues

	Third Quarter of 2014		Third Quarter of 2013		Three fiscal Quarters of 2014		Three fiscal Quarters of 2013	
Domestic Company-owned stores	$ 77.6	60.0%	$ 75.9	61.3%	$ 238.9	60.3%	$ 235.5	61.5%
Domestic franchise	51.9	40.0%	47.8	38.7%	157.3	39.7%	147.3	38.5%
Domestic stores	$ 129.5	100.0%	$ 123.8	100.0%	$ 396.2	100.0%	$ 382.9	100.0%

Domestic stores revenues increased $5.7 million, up 4.6% in the third quarter of 2014, and $13.3 million, up 3.5% in the three fiscal quarters of 2014. These increases were due primarily to royalty revenues earned on higher franchise same store sales and higher domestic Company-owned same store sales. These changes in domestic stores revenues are more fully described below.

Domestic Company-Owned Stores Revenues

Revenues from domestic Company-owned store operations increased $1.7 million, up 2.3% in the third quarter of 2014, and $3.4 million, up 1.4% in the three fiscal quarters of 2014. These increases were due primarily to higher same store sales during the third quarter and three fiscal quarters of 2014, offset in part by the sale of 14 company-owned stores to a franchisee in the first quarter of 2014. Domestic Company-owned same store sales increased 6.1% in the third quarter of 2014, and 3.7% in the three fiscal quarters of 2014. This compared to an increase of 4.6% in the third quarter of 2013, and 5.1% in the three fiscal quarters of 2013.

Domestic Franchise Revenues

Revenues from domestic franchise operations increased $4.1 million, up 8.4% in the third quarter of 2014, and $10.0 million, up 6.8% in the three fiscal quarters of 2014. These increases were due primarily to higher domestic franchise same store sales, and to a lesser extent, an increase in the average number of domestic franchise stores open during 2014. Domestic franchise same store sales increased 7.8% in the third quarter of 2014, and 6.2% in the three fiscal quarters of 2014. This compared to an increase of 5.5% in the third quarter of 2013, and 6.2% in the three fiscal quarters of 2013.

Domestic Supply Chain Revenues

Revenues from domestic supply chain operations increased $28.5 million, up 12.6% in the third quarter of 2014, and $78.7 million, up 11.4% in the three fiscal quarters of 2014. These increases were due primarily to higher volumes in the supply chain centers and elevated commodity prices, specifically cheese, as well as increased sales of equipment and supplies to stores as our store reimaging program accelerates. The published cheese block price-per-pound averaged $2.04 in the third quarter of 2014 and $2.13 in the three fiscal quarters of 2014, up from $1.72 in both the third quarter and three fiscal quarters of 2013. We estimate that the higher cheese block price (passed through directly in domestic supply chain pricing to franchisees) resulted in an approximate $6.1 million increase in domestic supply chain revenues during the third quarter of 2014, and a $24.7 million increase in revenues in the three fiscal quarters of 2014.

International Revenues

	Third Quarter of 2014		Third Quarter of 2013		Three fiscal Quarters of 2014		Three fiscal Quarters of 2013	
International royalty and other	$ 34.6	55.6%	$ 29.6	54.7%	$ 103.0	55.7%	$ 89.6	55.4%
International supply chain	27.7	44.4%	24.4	45.3%	81.8	44.3%	72.1	44.6%
International	$ 62.2	100.0%	$ 54.0	100.0%	$ 184.8	100.0%	$ 161.7	100.0%

International revenues primarily consist of royalties from our international franchise stores and international supply chain sales. Revenues from international operations increased $8.2 million, up 15.3% in the third quarter of 2014, and $23.1 million, up 14.3% in the three fiscal quarters of 2014. These increases were due primarily to higher international royalty and other revenues as well as higher international supply chain revenues as discussed below.

Revenues from international royalties and other increased $5.0 million, up 17.1% in the third quarter of 2014, and $13.4 million, up 14.9% in the three fiscal quarters of 2014. These increases were due primarily to higher same store sales and an increase in the average number of international stores open during 2014. Foreign currency exchange rates also had a positive impact of $0.6 million in the third quarter of 2014. For the three fiscal quarters of 2014, foreign

currency exchange rates had a negative impact of approximately $0.9 million. When excluding the impact of foreign currency exchange rates, same store sales increased 7.1% in the third quarter of 2014, and 7.4% in the three fiscal quarters of 2014. This compared to an increase of 5.0% in the third quarter of 2013, and 5.8% in the three fiscal quarters of 2013. When including the impact of foreign currency exchange rates, same store sales increased 9.8% in the third quarter of 2014, and 7.0% in the three fiscal quarters of 2014. This compared to an increase of 0.4% in the third quarter of 2013, and 2.9% in the three fiscal quarters of 2013. The increase in our same store sales when including the impact of foreign currency exchange rates in third quarter of 2014 was caused by a weaker dollar when compared to the currencies in the international markets in which we compete, while a stronger dollar in the three fiscal quarters of 2014 led to a decrease in our same store sales when including the impact of foreign currency exchange rates.

Revenues from international supply chain operations increased $3.3 million, up 13.2% in the third quarter of 2014, and $9.7 million, up 13.5% in the three fiscal quarters of 2014 due primarily to higher volumes. These increases were offset in part the negative impact of foreign currency exchange rates of $1.0 million in the third quarter of 2014 and $4.7 million in the three fiscal quarters of 2014.

Cost of Sales / Operating Margin

	Third Quarter of 2014		Third Quarter of 2013		Three fiscal Quarters of 2014		Three fiscal Quarters of 2013	
Consolidated revenues	$ 446.6	100.0%	$ 404.1	100.0%	$ 1,350.9	100.0%	$ 1,235.7	100.0%
Consolidated cost of sales	313.1	70.1%	283.4	70.1%	945.7	70.0%	859.2	69.5%
Consolidated operating margin	$ 133.5	29.9%	$ 120.6	29.9%	$ 405.2	30.0%	$ 376.4	30.5%

Cost of sales consists primarily of domestic Company-owned store and domestic supply chain costs incurred to generate related revenues. Components of cost of sales primarily include food, labor and occupancy costs.

The operating margin, which we define as revenues less cost of sales, increased $12.9 million, up 10.7% in the third quarter of 2014, and $28.8 million, up 7.6% in the three fiscal quarters of 2014. These increases in the operating margin were due primarily to higher domestic and international franchise revenues and higher supply chain volumes. Franchise revenues do not have a cost of sales component and, as such, changes in franchise revenues have a disproportionate effect on the operating margin.

As a percentage of revenues, the operating margin remained flat in the third quarter of 2014 and decreased 0.5 percentage points in the three fiscal quarters of 2014 due primarily to higher overall commodity prices, including cheese, meats and other commodity costs, and lower Company-owned stores operating margins.

As indicated above, the operating margin as a percentage of revenues was negatively impacted by higher cheese costs. Cheese price changes are a pass-through in domestic supply chain revenues and cost of sales and, as such, have no impact on the related operating margin as measured in dollars. However, cheese price changes do impact operating margin when measured as a percentage of revenues. For example, if the 2014 average cheese prices had been in effect during 2013, the impact on supply chain margins would have caused the operating margin for the third quarter of 2013 to be approximately 29.4% of revenues versus the reported 29.9% and approximately 29.9% of revenues for the three fiscal quarters of 2013 versus the reported 30.5%. However, the dollar margins for those same periods would have been unaffected.

Domestic Company-Owned Stores Operating Margin

Domestic Company-Owned Stores	Third Quarter of 2014		Third Quarter of 2013		Three fiscal Quarters of 2014		Three fiscal Quarters of 2013	
Revenues	$ 77.6	100.0%	$ 75.9	100.0%	$ 238.9	100.0%	$ 235.5	100.0%
Cost of sales	59.8	77.0%	58.7	77.3%	183.3	76.7%	179.5	76.2%
Store operating margin	$ 17.8	23.0%	$ 17.3	22.7%	$ 55.6	23.3%	$ 56.1	23.8%

The domestic Company-owned store operating margin, which does not include certain store-level costs such as royalties and advertising, increased $0.5 million, up 3.6% in the third quarter of 2014, and decreased $0.5 million, down 0.7% in the three fiscal quarters of 2014. The increase in the third quarter was mainly attributable to higher same store sales, offset in part by higher food costs. The decrease in the three fiscal quarters was due primarily to higher food costs, offset in part by higher same store sales.

As a percentage of store revenues, the store operating margin increased 0.3 percentage points in the third quarter of 2014 and decreased 0.5 percentage points in the three fiscal quarters of 2014.

Food costs remained flat at 27.9% in the third quarter of 2014, and increased 0.5 percentage points in the three fiscal quarters of 2014 to 28.3% due primarily to higher cheese, meat and other commodity prices. The cheese block price per pound averaged $2.04 in the third quarter of 2014 and $2.13 in the three fiscal quarters of 2014. This compared to $1.72 in both the third quarter and three fiscal quarters of 2013.

Labor and related costs decreased 0.2 percentage points to 28.0% in the third quarter of 2014 and decreased 0.2 percentage points to 27.9% in the three fiscal quarters of 2014 due primarily to leveraging higher sales per store.

Occupancy costs (which include rent, telephone, utilities and depreciation) decreased 0.5 percentage points to 9.5% in the third quarter of 2014 and remained flat at 9.2% in the three fiscal quarters of 2014. The decrease in the third quarter was due primarily to slightly lower rent and telephone costs per store.

Insurance costs increased by 0.1 percentage points to 2.8% in the third quarter of 2014 and remained flat at 2.8% in the three fiscal quarters of 2014.

Domestic Supply Chain Operating Margin

Domestic Supply Chain	Third Quarter of 2014		Third Quarter of 2013		Three fiscal Quarters of 2014		Three fiscal Quarters of 2013	
Revenues	$ 254.8	100.0%	$ 226.3	100.0%	$ 769.9	100.0%	$ 691.2	100.0%
Cost of sales	228.4	89.6%	203.0	89.7%	689.5	89.6%	615.7	89.1%
Supply Chain operating margin	$ 26.4	10.4%	$ 23.3	10.3%	$ 80.4	10.4%	$ 75.4	10.9%

The domestic supply chain operating margin increased $3.1 million, up 13.2% in the third quarter of 2014, and $5.0 million, up 6.6% in the three fiscal quarters of 2014. These increases were due primarily to higher volumes resulting from higher order counts at the store level.

As a percentage of supply chain revenues, the supply chain operating margin increased 0.1 percentage points in the third quarter of 2014 and decreased 0.5 percentage points in the three fiscal quarters of 2014 as compared to the prior year periods. While the operating margin was relatively flat in the third quarter of 2014, the decrease in the three fiscal quarters of 2014 was due primarily to higher cheese, meat and other commodity costs, offset in part by the positive impact of higher volumes. Increases in certain food prices have a negative effect on the domestic supply chain operating margin percent due to the fixed dollar margin earned by domestic supply chain on certain food items. Had the 2014 cheese prices been in effect during 2013, the domestic supply chain operating margin as a percentage of domestic supply chain revenues would have been approximately 10.0% for the third quarter of 2013 versus the reported 10.3% and approximately 10.5% for the three fiscal quarters of 2013 versus the reported 10.9%. However, the dollar margins for those same periods would have been unaffected.

General and Administrative Expenses

General and administrative expenses increased $2.7 million, up 5.0% in the third quarter of 2014, and increased $2.4 million, up 1.5% in the three fiscal quarters of 2014. The increase in the third quarter of 2014 was due primarily to our ongoing expenditures on e-commerce and technology support as well as international initiatives. The increase in the three fiscal quarters of 2014 was due primarily to increased expenditures on technology and international initiatives, partially offset by a decrease in non-cash compensation expense of $3.0 million and a $1.7 million pre-tax gain on the sale of 14 Company-owned stores.

Interest Expense

Interest expense decreased $0.4 million to $20.0 million in the third quarter of 2014, and $1.6 million to $60.2 million in the three fiscal quarters of 2014. The decrease in the third quarter of 2014 was due primarily to a lower average debt balance. The decrease in the three fiscal quarters of 2014 was due to a lower average debt balance and lower fees from the cash collateralization of outstanding letters of credit.

The Company s cash borrowing rate increased 0.1 percentage points to 5.4% for the third quarter of 2014 and remained flat at 5.3% for the three fiscal quarters of 2014.

Provision for Income Taxes

Provision for income taxes increased $5.6 million to $21.4 million in the third quarter of 2014, and $11.7 million to $67.9 million in the three fiscal quarters of 2014, due primarily to higher pre-tax income. The increase for the three fiscal quarters of 2014 was offset in part by a reversal of a deferred tax valuation allowance of approximately $0.3

million recognized in connection with the sale of 14 Company-owned stores. The effective tax rate increased 3.4 percentage points to 37.5% during the third quarter of 2014, from 34.1% in the comparable period in 2013, and increased 0.8 percentage points to 37.2% during the three fiscal quarters of 2014, from 36.4% in the comparable period in 2013. The lower effective tax rates for the third quarter and three fiscal quarters of 2013 primarily resulted from a tax benefit recorded for prior tax years in connection with the Company revising its calculation for a deduction related to its domestic dough production.

Liquidity and Capital Resources

As of September 7, 2014, we had working capital of $39.3 million, excluding restricted cash and cash equivalents of $73.6 million, and including unrestricted cash and cash equivalents of $30.9 million. Historically, we have operated with minimal positive working capital, or negative working capital, primarily because our receivable collection periods and inventory turn rates are faster than the normal payment terms on our current liabilities. We generally collect our receivables within three weeks from the date of the related sale, and we generally experience 30 to 40 inventory turns per year. In addition, our sales are not typically seasonal, which further limits our working capital requirements. These factors, coupled with servicing our debt obligations, paying our quarterly dividend, investing in our business and repurchasing our common stock, all of which are generally funded by cash flows from operations, also reduce our working capital amounts. As of September 7, 2014, we had approximately $52.7 million of restricted cash held for future principal and interest payments and $20.9 million of restricted cash held in a three month interest reserve as required by the related debt agreements, for a total of $73.6 million of restricted cash and cash equivalents.

As of September 7, 2014, we had approximately $1.52 billion of long-term debt, of which $0.5 million was classified as a current liability. Our fixed rate notes have original scheduled principal amortization payments of $23.6 million in 2014, $29.5 million in 2015, $37.4 million in 2016, $39.4 million in each of 2017 and 2018, and $9.8 million in 2019. In accordance with our debt agreements, once we meet certain conditions, including maximum leverage ratios as defined of less than 4.5x, we may elect to not make the scheduled principal amortization payments. If one of the defined leverage ratios subsequently exceeds 4.5x, we must make-up the payments we had elected not to make out of future cash flows. During the second quarter of 2014, we met the maximum leverage ratios of less than 4.5x, and, in accordance with our debt agreements, suspended our debt amortization payment in the third quarter of 2014. We continued to meet the maximum leverage ratios of less than 4.5x in the third quarter of 2014 and will suspend our future debt amortization payments in accordance with our debt agreements.

As of September 7, 2014, we had $40.2 million of outstanding letters of credit and $59.8 million of available capacity under our $100.0 million variable funding notes. The letters of credit are primarily related to our casualty insurance programs and supply chain center leases. Borrowings under the variable funding notes are available to fund our working capital requirements, capital expenditures and other general corporate purposes. However, our primary source of liquidity is cash flows from operations and availability of borrowings under our variable funding notes.

During the third quarter and three fiscal quarters of 2014, the Company repurchased and retired 242,700 and 1,151,931 shares of common stock for a total of approximately $17.4 million and $82.4 million, respectively. As of September 7, 2014, we had approximately $132.7 million remaining for future share repurchases under the current Board of Directors approved $200.0 million open market share repurchase program. We continue to maintain our flexibility to use ongoing excess cash flow generation and (subject to certain restrictions in the documents governing the variable funding notes) availability under the variable funding notes for, among other things, the repurchase of shares under the current authorized program, the payment of dividends and other corporate uses.

During the three fiscal quarters of 2014, the Company paid approximately $39.2 million of common stock dividends. Additionally, during the third quarter of 2014, the Company s Board of Directors declared a $0.25 per share dividend on its outstanding common stock for shareholders of record as of September 15, 2014 that was paid on September 30, 2014. The Company had approximately $14.1 million accrued for common stock dividends at September 7, 2014. Subsequent to the third quarter, on October 8, 2014, the Company s Board of Directors declared a $0.25 per share quarterly dividend for shareholders of record as of December 15, 2014 to be paid on December 30, 2014.

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During the third quarter and three fiscal quarters of 2014, we experienced strong increases in both domestic and international same store sales versus the comparable periods in the prior year. Additionally, our international business continued to grow store counts in the third quarter and three fiscal quarters of 2014. These factors have contributed to our continued ability to generate positive operating cash flows. We expect to use our unrestricted cash and cash equivalents, cash flows from operations and available borrowings under the variable funding notes to, among other things, fund working capital requirements, invest in our core business, service our indebtedness, pay dividends and repurchase our common stock. We have historically funded our working capital requirements, capital expenditures, debt repayments and repurchases of common stock primarily from our cash flows from operations and, when necessary, our available borrowings under variable funding note facilities. The Company believes its current unrestricted cash and cash equivalents balance and its expected cash flows from operations will be sufficient to fund operations for at least the next twelve months. We did not have any material commitments for capital expenditures as of September 7, 2014.

Cash provided by operating activities was $118.9 million in the three fiscal quarters of 2014 compared to $104.6 million in the three fiscal quarters of 2013. The $14.3 million increase was due to a $10.8 million increase in net income, excluding non-cash adjustments versus the prior year period, resulting primarily from our improved operating performance, and a $3.5 million net change in operating assets and liabilities, mainly from the timing of payments of current operating liabilities.

Cash provided by investing activities was $25.3 million in the three fiscal quarters of 2014 and cash used in investing activities was $18.8 million in the three fiscal quarters of 2013. The $44.1 million change was due primarily to a $55.1 million change in restricted cash and cash equivalents, mainly as a result of the payment of the third quarter 2013 dividend that was included as restricted cash at the end of fiscal 2013 and the withdrawal of the $42.0 million that had been pledged as collateral for outstanding letters of credit.

Cash used in financing activities was $127.7 million in the three fiscal quarters of 2014 and $108.4 million in the three fiscal quarters of 2013. The $19.3 million increase was due primarily to a $16.0 million increase in common stock dividend and equivalent payments, a $5.5 million increase in cash used to repurchase shares of the Company s common stock and a $2.7 million decrease in proceeds from the exercise of stock options versus the three fiscal quarters of 2013. The increase in cash used was partially offset by a $6.1 million reduction in repayments of long-term debt and capital lease obligations.

Based upon the current level of operations and anticipated growth, we believe that the cash generated from operations, our current unrestricted cash and cash equivalents and amounts available under our variable funding notes will be adequate to meet our anticipated debt service requirements, capital expenditures and working capital needs for at least the next twelve months. Our ability to continue to fund these items and continue to reduce debt could be adversely affected by the occurrence of any of the events described under Risk Factors in our filings with the Securities and Exchange Commission. There can be no assurance, however, that our business will generate sufficient cash flows from operations or that future borrowings will be available under the variable funding notes or otherwise to enable us to service our indebtedness, or to make anticipated capital expenditures. Our future operating performance and our ability to service, extend or refinance the fixed rate notes and to service, extend or refinance the variable funding notes will be subject to future economic conditions and to financial, business and other factors, many of which are beyond our control.

Forward-Looking Statements

This filing contains forward-looking statements. You can identify forward-looking statements because they contain words such as believes, expects, may, will, should, seeks, approximately, intends, plans, estimates, similar expressions that concern our strategy, plans or intentions. Forward-looking statements relating to our anticipated profitability, estimates in same store sales growth, the growth of our international business, ability to service our indebtedness, our future cash flows, our operating performance, trends in our business and other descriptions of future events reflect the Company s expectations based upon currently available information and data. However, actual results are subject to future risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. The risks and uncertainties that could cause actual results to differ materially include: the level of and our ability to refinance our long-term and other indebtedness; the uncertainties relating to litigation; consumer preferences, spending patterns and demographic trends; the effectiveness of our advertising, operations and promotional initiatives; our reputation and the strength of our brand in the markets in which we compete; our ability to retain key personnel; new product and concept developments by us, and other food-industry competitors; the ongoing level of profitability of our franchisees; our ability and that of our franchisees to open new restaurants and keep existing restaurants in operation; changes in food prices, particularly cheese, labor, utilities, insurance, employee benefits and other operating costs; the impact that widespread illness or general health concerns may have on our business and the economy of the countries where we operate; severe weather conditions and natural disasters; cyber-attacks or other catastrophic events; changes in our effective tax rate; changes in foreign currency exchange rates; changes in government legislation and regulations; adequacy of our insurance coverage; costs related to future financings; our ability and that of our franchisees to successfully operate in the current credit environment; changes in the level of consumer spending given the general economic conditions including interest rates, energy prices and weak consumer confidence; availability of borrowings under our variable funding notes and our letters of credit; and changes in accounting policies. Important factors that could cause actual results to differ materially from our expectations are more fully described in our other filings with the Securities and Exchange Commission, including under the section headed Risk Factors in our annual report on Form 10-K. These forward-looking statements speak only as of the date of this filing, and you should not rely on such statements as representing the views of the Company as of any subsequent date. Except as required by applicable securities laws, we do not undertake to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Market Risk

The Company is exposed to market risk from interest rate changes on our variable rate debt, which consists of variable funding note borrowings that are outstanding from time to time. The Company actively monitors this exposure when present. As of September 7, 2014, we had no outstanding variable funding note borrowings and $59.8 million available for borrowing, which is net of letters of credit of $40.2 million. Our outstanding fixed rate notes, which comprise substantially all of our outstanding borrowings, contain fixed interest rates until the anticipated repayment date in January 2019. We do not engage in speculative transactions nor do we hold or issue financial instruments for trading purposes.

The Company is exposed to market risk from changes in commodity prices. During the normal course of business, we purchase cheese and certain other food products that are affected by changes in commodity prices and, as a result, we are subject to volatility in our food costs. We may periodically enter into financial instruments to manage this risk. We do not engage in speculative transactions nor do we hold or issue financial instruments for trading purposes. In instances where we use fixed pricing agreements with our suppliers, we use these agreements to cover our physical commodity needs; the agreements are not net-settled and are accounted for as normal purchases.

The Company is exposed to various foreign currency exchange rate fluctuations for revenues generated by operations outside the United States, which can adversely impact net income and cash flows. Total revenues of approximately 13.9% in the third quarter of 2014, 13.4% in the third quarter of 2013, 13.7% in the three fiscal quarters of 2014 and 13.1% in the three fiscal quarters of 2013 were derived from sales to customers and royalties from franchisees outside the contiguous United States. This business is conducted in the local currency but royalty payments are generally remitted to us in U.S. dollars. We do not enter into financial instruments to manage this foreign currency exchange risk. A hypothetical 10% adverse change in the foreign currency rates in each of our top ten international markets, based on store count, would have resulted in a negative impact on revenues of approximately $7.4 million in the three fiscal quarters of 2014.

Item 4. Controls and Procedures.

Management, with the participation of the Company s President and Chief Executive Officer, J. Patrick Doyle, and Executive Vice President and Chief Financial Officer, Michael T. Lawton, performed an evaluation of the effectiveness of the Company s disclosure controls and procedures (as that term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based on that evaluation, Mr. Doyle and Mr. Lawton concluded that the Company s disclosure controls and procedures were effective.

During the quarterly period ended September 7, 2014, there were no changes in the Company s internal controls over financial reporting that have materially affected or are reasonably likely to materially affect the Company s internal controls over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

We are a party to lawsuits, revenue agent reviews by taxing authorities and administrative proceedings in the ordinary course of business which include, without limitation, workers compensation, general liability, automobile and franchisee claims. We are also subject to suits related to employment practices as well as intellectual property, including patents.

While we may occasionally be party to large claims, including class action suits, we do not believe that these matters, individually or in the aggregate, will materially affect our financial position, results of operations or cash flows.

Item 1A. Risk Factors.

There have been no material changes in the risk factors previously disclosed in the Company s Form 10-K for the fiscal year ended December 29, 2013.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

c. Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

Period	(a) Total Number of Shares Purchased (1)	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Program	(d) Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program
Period #7 (June 16, 2014 to July 13, 2014)	6,550	$ 73.10	5,000	$ 149,760,690
Period #8 (July 14, 2014 to August 10, 2014)	99,766	71.63	96,700	142,832,359
Period #9 (August 11, 2014 to September 7, 2014)	142,745	71.72	141,000	132,726,701
Total	249,061	$ 71.72	242,700	$ 132,726,701

(1) Includes 6,361 shares purchased as part of the Company s employee stock purchase discount plan. During the third quarter, the shares were purchased at an average price of $73.21. All of the remaining shares presented were purchased pursuant to the publicly announced program.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit Number	Description
31.1	Certification by J. Patrick Doyle pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, relating to Domino s Pizza, Inc.
31.2	Certification by Michael T. Lawton pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, relating to Domino s Pizza, Inc.
32.1	Certification by J. Patrick Doyle pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, relating to Domino s Pizza, Inc.
32.2	Certification by Michael T. Lawton pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, relating to Domino s Pizza, Inc.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DOMINO S PIZZA, INC.
(Registrant)

Date: October 14, 2014

/s/ Michael T. Lawton
Michael T. Lawton
Chief Financial Officer